

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

KURZWEIL EDUCATIONAL SYSTEMS, INC.,

Plaintiff,

v.

Civil Action No.: 04-10965 NMG

FREEDOM SCIENTIFIC INC.,

Defendant.

STIPULATION OF DISMISSAL

Pursuant to Rule 41(a)(1)(ii) of the Federal Rules of Civil Procedure and an agreement settling disputes between Kurzweil Educational Systems, Inc. (KESI) and Freedom Scientific, Inc. (FREEDOM), KESI and FREEDOM hereby agree and request that all of KESI's claims and FREEDOM's counterclaims in this action be dismissed with prejudice, with each party to bear its own attorneys' fees and costs.

By their attorneys,

Dated: October 28, 2005

/s/ Lawrence K. Kolodney

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